

TRANSMITTAL LETTER

FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Riviera Aviation, L.C.
(Proposed limited liability company name - must include suffix)

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 28 1997

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

Please send one check for the total amount made payable to the Florida Department of State.

FROM: David B. Jay
Name (Printed or typed)
3050 N.E. 42nd Street
Address
Fort Lauderdale, FL 33308
City, State & Zip
(954) 563-3650
Daytime Telephone number

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97 APR 28 PM 2:03
STATE
TALLAHASSEE, FLORIDA

APR 30

BSB

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Riviera Aviation, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3050 N.E. 42nd Street
Fort Lauderdale, FL 33308

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

perpetual

ARTICLE IV - Management:

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

David B. Jay
3050 N.E. 42nd Street
Ft. Lauderdale, FL 33308

W. Ray Taylor
436 N. Pearl Street
Rocky Mount, NC 27802

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Except as otherwise may be unanimously agreed by all Members, a new Member of the Company or a transferee or assignee of all or any part of a Member's Interest may be admitted as a Member of the Company only upon furnishing to the Company all of the following: (i) the written consent of Members owning more than seventy-five percent (75%) of the Percentage Interests; (ii) the written acceptance, in a form satisfactory to a Majority of the Members, of all the terms and conditions of this Agreement; and (iii) if requested by a Majority of the Members, an opinion of counsel satisfactory in form and substance to a Majority of the Members that (A) neither the offering nor the transfer of the Interest will violate any Federal or applicable state securities law, (B) neither such offering nor such transfer will adversely affect the Company's taxation as a partnership for Federal income tax purposes, and (C) such transfer will not, when added to the total of all other Interests in the Company sold or exchanged within the period of twelve (12) consecutive months prior to the proposed date of transfer, result in the "termination" of the Company within the meaning of Section 708 of the Code. In addition, a transferee or assignee may be required to repay the Company for such reasonable expenses as the Company may incur in connection with the admission of such transferee or assignee as a Member.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

If there are at least two remaining Members, and a majority of the remaining Members, which majority must consist of a majority of the profits and capital interests in the Company, within ninety (90) days of the action by or affecting the withdrawing Member, elect in writing not to dissolve and to continue the business of the Company, the Company shall continue the business.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
Riviera Aviation, L.C. _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1000.00
This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Riviera Aviation, L.C.

2. The name and address of the registered agent and office is:

David B. Jay
(NAME)

3050 N.E. 42nd Street
(P. O. Box NOT ACCEPTABLE)

Fort Lauderdale, FL 33308
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

4/25/97
(DATE)